Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York (State)

Case number (*If known*): ______________ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. **Debtor's name** SunEdison DG, LLC

2. **All other names debtor used in the last 8 years**

   Include any assumed names, trade names, and *doing business as* names

   N/A

3. **Debtor's federal Employer Identification Number** (EIN) __ __ - __ __ __ __ __ __ __

4. **Debtor's address**

   Principal place of business

   250 Vesey Street
   Number Street

   26th Floor

   New York NY 10080
   City State ZIP Code

   New York
   County

   Mailing address, if different from principal place of business

   Number Street

   P.O. Box

   City State ZIP Code

   Location of principal assets, if different from principal place of business

   Number Street

   City State ZIP Code

5. **Debtor's website** (URL) www.sunedison.com

6. **Type of debtor**

   ☑ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
   ☐ Partnership (excluding LLP)
   ☐ Other. Specify: ______________

Debtor SunEdison DG, LLC
Name

Case number (*if known*)

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☑ None of the above

B. *Check all that apply:*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

2 2 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☑ Chapter 11. *Check all that apply*:
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

☑ No

☐ Yes. District ____ When ____ MM / DD / YYYY Case number ____

District ____ When ____ MM / DD / YYYY Case number ____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☑ Yes. Debtor See Annex 1 Relationship ____

District ____ When ____ MM / DD / YYYY

Case number, if known ____

Debtor SunEdison DG, LLC
Name

Case number (*if known*)

11. Why is the case filed in *this district*?

Check all that apply:

- ☑ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☑ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that app*ly.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard? ____________
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other ____________

Where is the property? ____________
Number Street

____
City State ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency ____________
  Contact name ____________
  Phone ____________

Statistical and administrative information

13. Debtor's estimation of available funds
(based on consolidated financials reported in SUNE's Form 10-Q, dated Nov. 9. 2015)

Check one:

- ☑ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☑ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☐ 10,001-25,000	☐ More than 100,000
☐ 200-999		

15. Estimated assets

☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☐ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☑ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

Debtor SunEdison DG, LLC
Name

Case number (if known)

16. Estimated liabilities

- ☐ $0-$50,000
- ☐ $50,001-$100,000
- ☐ $100,001-$500,000
- ☐ $500,001-$1 million
- ☐ $1,000,001-$10 million
- ☐ $10,000,001-$50 million
- ☐ $50,000,001-$100 million
- ☐ $100,000,001-$500 million
- ☐ $500,000,001-$1 billion
- ☐ $1,000,000,001-$10 billion
- ☑ $10,000,000,001-$50 billion
- ☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/21/2016
MM / DD / YYYY

✘ ***/s/ Martin H. Truong***
Signature of authorized representative of debtor

Martin H. Truong
Printed name

Title General Counsel and Secretary

18. Signature of attorney

✘ ***/s/ Jay M. Goffman***
Signature of attorney for debtor

Date 04/21/2016
MM / DD / YYYY

Jay M. Goffman
Printed name

Skadden, Arps, Slate, Meagher & Flom LLP
Firm name

Four Times Square
Number Street

New York
City

NY
State

10036
ZIP Code

(212) 735-3000
Contact phone

Jay.Goffman@skadden.com
Email address

1911239
Bar number

NY
State

Annex 1

SCHEDULE OF DEBTORS

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Substantially contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

	Debtor	Employer Identification Number (EIN)
1.	SunEdison, Inc.	56-1505767
2.	SunEdison DG, LLC	N/A
3.	SunEdison Holdings Corporation	73-1628669
4.	SunEdison Utility Holdings, Inc.	47-3636443
5.	SunEdison International, Inc.	43-1804551
6.	SUNE ML 1, LLC	47-2843132
7.	MEMC Pasadena, Inc.	43-1715238
8.	Solaicx	01-0691969
9.	SunEdison Contracting, LLC	20-3833819
10.	NVT, LLC	20-3835370
11.	NVT Licenses, LLC	20-3835445
12.	Team-Solar, Inc.	94-3357782
13.	SunEdison Canada, LLC	26-0476287
14.	Enflex Corporation	68-0305515
15.	Fotowatio Renewable Ventures, Inc.	46-0521788
16.	Silver Ridge Power Holdings, LLC	47-2465886
17.	SunEdison International, LLC	26-0501567
18.	Sun Edison LLC	20-0291450
19.	SUNE Wind Holdings, Inc.	47-4332144
20.	SUNE Hawaii Solar Holdings, LLC	81-2320994
21.	First Wind Solar Portfolio, LLC	45-5265014
22.	First Wind California Holdings, LLC	26-2377697
23.	SunEdison Products Singapore PTE Ltd.	98-1137373
24.	SEV Merger Sub, Inc.	N/A
25.	PVT Solar, Inc.	26-2683308
26.	SunEdison Residential Services, LLC	27-4955787

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	**Chapter 11**
SUNEDISON DG, LLC,	:	**Case No. 16-_____ (___)**
Debtor.[1]	:	

CORPORATE OWNERSHIP STATEMENT OF
SUNEDISON DG, LLC

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the organizational chart attached hereto as Exhibit 1 identifies all entities having a direct or indirect ownership interest in SunEdison DG, LLC, the above-captioned debtor and debtor in possession (the "Debtor").

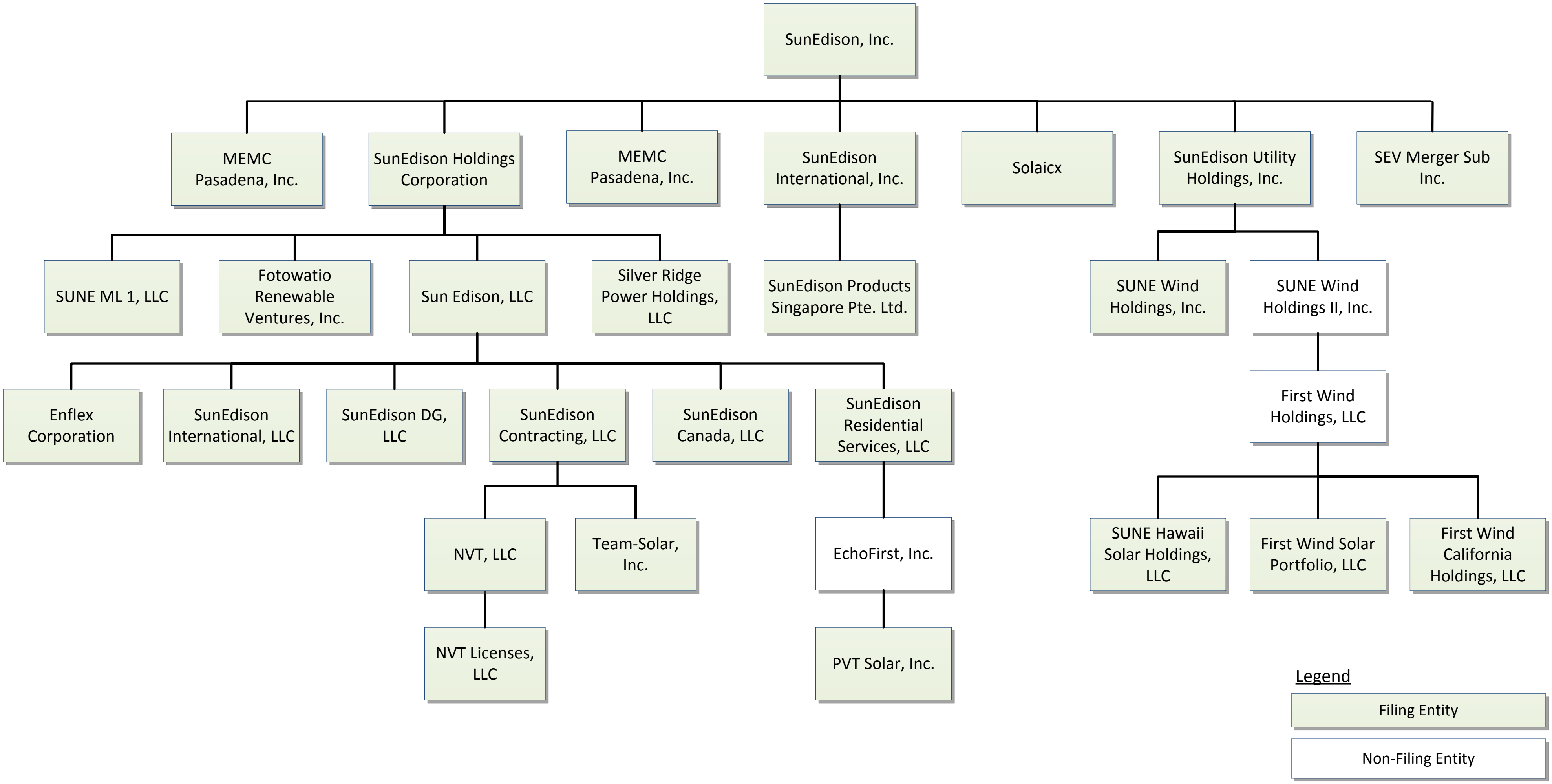
LIST OF EQUITY SECURITY HOLDERS

The following list sets forth each of the equity security holders of the Debtor, and has been prepared in accordance with Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

Equity Holder	Address of Equity Holder	Number of Units	Type of Units
Sun Edison, LLC	7555 Wisconsin Ave 9th Floor Bethesda, MD 20814	100%	Interests

[1] The last four digits of the Debtor's taxpayer identification numbers is (N/A) and the address of its corporate headquarters is 250 Vesey Street, 26th Floor, New York, NY 10080.

1293443/NY03A


SunEdison, Inc.
MEMC Pasadena, Inc.
SunEdison Holdings Corporation
MEMC Pasadena, Inc.
SunEdison International, Inc.
Solaicx
SunEdison Utility Holdings, Inc.
SEV Merger Sub Inc.
SUNE ML 1, LLC
Fotowatio Renewable Ventures, Inc.
Sun Edison, LLC
Silver Ridge Power Holdings, LLC
SunEdison Products Singapore Pte. Ltd.
SUNE Wind Holdings, Inc.
SUNE Wind Holdings II, Inc.
Enflex Corporation
SunEdison International, LLC
SunEdison DG, LLC
SunEdison Contracting, LLC
SunEdison Canada, LLC
SunEdison Residential Services, LLC
First Wind Holdings, LLC
NVT, LLC
Team-Solar, Inc.
EchoFirst, Inc.
SUNE Hawaii Solar Holdings, LLC
First Wind Solar Portfolio, LLC
First Wind California Holdings, LLC
NVT Licenses, LLC
PVT Solar, Inc.
Legend
Filing Entity
Non-Filing Entity

Fill in this information to identify the case and this filing:

Debtor Name SunEdison DG, LLC

United States Bankruptcy Court for the: Southern District of New York (State)

Case number (*If known*): ______________________

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended *Schedule* ____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☑ Other document that requires a declaration Corporate Ownership Statement/List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/21/2016
MM / DD / YYYY

✘ ***/s/ Martin H. Truong***
Signature of individual signing on behalf of debtor

Martin H. Truong
Printed name

General Counsel and Secretary
Position or relationship to debtor

Fill in this information to identify the case:

Debtor Name SunEdison DG, LLC

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): ______

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 40 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 40 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Wilmington Trust, National Association Corporate Trust Office, 2020 Convertible Senior Notes 1100 North Market St Wilmington, DE 19890	Wilmington Trust, National Association Corporate Trust Office, 2020 Convertible Senior Notes PHONE: 302-651-1000 FAX: 302-636-4145 EMAIL: tmorris@wilmingtontrust.com	2020 Convertible Notes				$488,500,000.00
2	Wilmington Trust, National Association Corporate Trust Office, 2022 Convertible Senior Notes 1100 North Market St Wilmington, DE 19890	Wilmington Trust, National Association Corporate Trust Office, 2022 Convertible Senior Notes PHONE: 302-651-1000 FAX: 302-636-4145 EMAIL: tmorris@wilmingtontrust.com	2022 Convertible Notes				$347,000,000.00

3	Wilmington Trust, National Association Corporate Trust Office, 2025 Convertible Senior Notes 1100 North Market St Wilmington, DE 19890	Wilmington Trust, National Association Corporate Trust Office, 2025 Convertible Senior Notes PHONE: 302-651-1000 FAX: 302-636-4145 EMAIL: tmorris@wilmingtontrust.com	2025 Convertible Notes				$320,125,000.00
4	Wilmington Trust, National Association Corporate Trust Office, 2021 Convertible Senior Notes 1100 North Market St Wilmington, DE 19890	Wilmington Trust, National Association Corporate Trust Office, 2021 Convertible Senior Notes PHONE: 302-651-1000 FAX: 302-636-4145 EMAIL: tmorris@wilmingtontrust.com	2021 Convertible Notes				$289,500,000.00
5	Wilmington Trust, National Association Corporate Trust Office, 2023 Convertible Senior Notes 1100 North Market St Wilmington, DE 19890	Wilmington Trust, National Association Corporate Trust Office, 2023 Convertible Senior Notes PHONE: 302-651-1000 FAX: 302-636-4145 EMAIL: tmorris@wilmingtontrust.com	2023 Convertible Notes				$279,022,000.00
6	Wilmington Trust, National Association Corporate Trust Office, 2018 Convertible Senior Notes 1100 North Market St Wilmington, DE 19890	Wilmington Trust, National Association Corporate Trust Office, 2018 Convertible Senior Notes PHONE: 302-651-1000 FAX: 302-636-4145 EMAIL: tmorris@wilmingtontrust.com	2018 Convertible Notes				$255,674,000.00
7	D. E. Shaw & Co., L.P. Attn: Martin Lebwohl 1166 Avenue of the Americas, 6th Floor New York, NY 10036	D. E. Shaw & Co., L.P. Attn: Martin Lebwohl PHONE: 212-478-0000 FAX: 212-478-0100 EMAIL: martin.lebwohl@deshaw.com	Contractual Payment Claim; co-claimant with Madison Dearborn Capital Partners IV, L.P.	Contingent, Unliquidated, Disputed			$231,000,000.00
7	Madison Dearborn Capital Partners IV, L.P. Attn: Matt Raino, Mark Tresnowski Three First National Plaza, Suite 4600 Chicago, IL 60603	Madison Dearborn Capital Partners IV, L.P. Attn: Matt Raino, Mark Tresnowski PHONE: 213-895-1000 FAX: 312-895-1041 EMAIL: mraino@MDCP.com; mtresnowski@MDCP.com	Contractual Payment Claim; co-claimant with D.E. Shaw & Co., L.P.	Contingent, Unliquidated, Disputed			$231,000,000.00

8	Wilmington Trust, National Association Corporate Trust Office, Exchangeable Notes due 2020 1100 North Market St Wilmington, DE 19890	Wilmington Trust, National Association Corporate Trust Office, Exchangeable Notes due 2020 PHONE: 302-651-1000 FAX: 302-636-4145 EMAIL: tmorris@wilmingtontrust.com	Exchangeable Notes due 2020	Contingent			$215,000,000.00
9	Renova Energia Cristiano C. Barros, CEO Avenida Roque Petroni 999- 40 andar Villa Gertrudes Sao Paulo, SP 04707-910 Brazil	Renova Energia Cristiano C. Barros, CEO PHONE: 55 (11) 3509-1100 FAX: 55 (11) 3509-111300 EMAIL:	Contractual Payment Claim	Contingent, Unliquidated, Disputed			$200,000,000.00
10	PCS Phosphate Company, Inc. and PCS Sales (USA), Inc. Attn: Troy Erny, VP Industrial Sales 1101 SKOKIE BLVD STE 400 Northbrook, IL 60062	PCS Phosphate Company, Inc. and PCS Sales (USA), Inc. Attn: Troy Erny, VP Industrial Sales PHONE: 847-849-4200 FAX: 847-849-4695 EMAIL: tlerny@potashcorp.com	Litigation	Contingent, Unliquidated, Disputed			$185,000,000.00
11	R/C US Solar Investment Partnership, L.P. Attn: General Counsel c/o Riverstone Holdings LLC 712 Fifth Avenue, 36th Floor New York, NY 10019	R/C US Solar Investment Partnership, L.P. Attn: General Counsel PHONE: 212-993-0076 FAX: 212-993-0077 EMAIL:	Contractual Payment Claim	Contingent, Unliquidated, Disputed	$140,000,000.00	$37,500,000.00	$102,500,000.00
12	Flextronics International Attn: Michael M. McNamara, Chief Executive Officer 847 Gibraltar Dr Bldg 5 Milpitas, CA 95035	Flextronics International Attn: Michael M. McNamara, Chief Executive Officer PHONE: 408-576-7000 FAX: 408-576-7454 EMAIL: rachael.serafini@flextronics.com	Trade	Contingent, Unliquidated, Disputed			$44,460,971.00
13	Atlantic Specialty Insurance Co. Attn: General Counsel 605 Highway 169 North Suite 800 Plymouth, MN 55441	Atlantic Specialty Insurance Co. Attn: General Counsel PHONE: 781-332-7000 FAX: 781-332-7969 EMAIL:	Litigation	Contingent, Unliquidated, Disputed			$31,000,000.00

Debtor SunEdison DG, LLC Case number (if known) ____________
Name

14	BTG Pactual Brazil Infrastructure Fund II, LP; P2 Brasil Private Infrastructure Fund II, LP, et al. Attn: Tai-Heng Cheng Quinn Emanuel Urquhart & Sullivan, LLP 51 Madison Avenue, 22nd Floor New York, NY 10010	BTG Pactual Brazil Infrastructure Fund II, LP; P2 Brasil Private Infrastructure Fund II, LP, et al. Attn: Tai-Heng Cheng PHONE: 212-849-7000 FAX: 212-849-7100 EMAIL: taihengcheng@quinnemanuel.com; michaelcarlinsky@quinnemanuel.com; johnchun@quinnemanuel.com	Contractual Payment Claim	Contingent, Unliquidated, Disputed			$20,000,000.00
15	Jinneng Clean Energy Technology Ltd. Attn: Dr. Liyou Yang, General Manager No.1 Wenshui Economic Development Zone Lvliang City , Shanxi 032100 China	Jinneng Clean Energy Technology Ltd. Attn: Dr. Liyou Yang, General Manager PHONE: 86-358-3300916 FAX: EMAIL: zhongping.mao@jinergy.com	Trade	Contingent, Unliquidated, Disputed			$16,237,805.45
16	Taimax And Woongjin Energy Co. Ltd. Attn: Jaekyun Lee, Chief Executive Officer 37, Gwanpyeong-Dong) Techno 2-RO Yuseong-Gu Daejoen, 305-509 Korea	Taimax And Woongjin Energy Co. Ltd. Attn: Jaekyun Lee, Chief Executive Officer PHONE: 82-42-939-8114 FAX: 82-42-939-8098 EMAIL: bjkim@woongjinenergy.com	Litigation	Contingent, Unliquidated, Disputed			$15,400,000.00
17	Solarpark Korea Co., Ltd. Attn: Hyunwoo Park, Chief Executive Officer 855-1, Dunsan-Ri, Bongdong-Wup Wanju-Gun Jeollabuk-Do , 565-902 Korea	Solarpark Korea Co., Ltd. Attn: Hyunwoo Park, Chief Executive Officer PHONE: 82-(0)63-710-3000 FAX: 82-(0)63-710-3001 EMAIL: hyunwoo.park@solarpark-korea.com	Trade	Contingent, Unliquidated, Disputed			$14,837,500.31
18	PricewaterhouseCoopers LLC Attn: General Counsel 800 MARKET ST SAINT LOUIS, 63101	PricewaterhouseCoopers LLC Attn: General Counsel PHONE: 314-206-8514 FAX: 314-206-8500 EMAIL:	Trade	Contingent, Unliquidated, Disputed			$14,708,878.49

Debtor SunEdison DG, LLC
Name
Case number (if known) ____________

19	Akuo Energy Attn: General Counsel 140, avenue des Champs Elysees Paris, 75008 France	Akuo Energy Attn: General Counsel PHONE: 33(0)1 47 66 09 90 FAX: 33(0)1 47 55 10 51 EMAIL: contact@akuoenergy.com	Litigation	Contingent, Unliquidated, Disputed			$13,017,216.00
20	Chint Solar (Hong Kong) Co., Ltd. Attn: Mr. Yongcai Wang, President 1335 Binan Road, Binjian District Hangzhou, 310053 China	Chint Solar (Hong Kong) Co., Ltd. Attn: Mr. Yongcai Wang, President PHONE: 86-571-5810-7219 FAX: 86-571-5675-3388 EMAIL: amity.hu@astronergy.com	Trade	Contingent, Unliquidated, Disputed			$11,257,752.44
21	Trina Solar Inc. Attn: Jifan Gao, Chief Executive Officer No.2 Tian He Road, Electronics Park, New District Chang Zhou, Jiangsu 213031 China	Trina Solar Inc. Attn: Jifan Gao, Chief Executive Officer PHONE: 86-519-8548-5801 FAX: 86-519-8548-5936 EMAIL: Huafeng.Jin@Trinasolar.Com	Trade	Contingent, Unliquidated, Disputed			$10,518,107.40
22	Hefei JA Solar Technology Co Ltd Attn: Baofang Jin, Chief Executive Officer No.1, Jianhua Road, Bali Town, Economic Development Zone Yangzhou, Jiangsu 225000 China	Hefei JA Solar Technology Co Ltd Attn: Baofang Jin, Chief Executive Officer PHONE: 86-514-8554-8123 FAX: 86-514-8554-8191 EMAIL: yinghg@jasolar.com	Trade	Contingent, Unliquidated, Disputed			$10,380,370.86
23	Eastern Maine Electric Cooperative, Inc. Attn: John McVeigh Preti, Flaherty, Beliveau & Pachios, LLP One City Center PO Box 9546 Portland, ME 04112-9546	Eastern Maine Electric Cooperative, Inc. Attn: John McVeigh PHONE: 207-791-3000 FAX: 207-791-3111 EMAIL: jmcveigh@preti.com	Litigation	Contingent, Unliquidated, Disputed			$10,000,000.00

Debtor SunEdison DG, LLC Case number (if known) ____________
Name

24	Marathon Capital LLC Attn: Richard Mooney Rimon PC One Embarcadero Center, Ste 400 San Francisco, CA 94111	Marathon Capital LLC Attn: Richard Mooney PHONE: 415-683-5472 FAX: 415-683-5472 EMAIL: richard.mooney@rimonlaw.com	Litigation	Contingent, Unliquidated, Disputed			$8,750,000.00
25	PCS SALES INC Attn: Troy Erny, VP Industrial Sales 1101 SKOKIE BLVD STE 400 Northbrook, IL 60062	PCS SALES INC Attn: Troy Erny, VP Industrial Sales PHONE: 847-849-4200 FAX: 847-849-4695 EMAIL: tlerny@potashcorp.com	Trade	Contingent, Unliquidated, Disputed			$8,642,214.00
26	KIRKLAND & ELLIS LLP Attn: Jeffrey Bossert Clark 655 15th St NW Washington, DC 20005-5793	KIRKLAND & ELLIS LLP Attn: Jeffrey Bossert Clark PHONE: 202-8795960 FAX: 202-879-5200 EMAIL: jeffrey.clark@kirkland.com	Trade	Contingent, Unliquidated, Disputed			$6,552,339.00
27	Fortis Advisors LLC; Khosla Ventures II LP; Khosla Ventures III LP; Sigma Assocs. 8, L.P.; Sigma Partners 8, L.P.; Sigma Investors 8, L.P.; & Energy & Environment First Investment L.P. Attn: Hayes P. Hyde Goodwin Procter LLP Three Embarcadero Center, 24th Floor San Francisco, CA 94111-9991	Fortis Advisors LLC; Khosla Ventures II LP; Khosla Ventures III LP; Sigma Assocs. 8, L.P.; Sigma Partners 8, L.P.; Sigma Investors 8, L.P.; & Energy & Environment First Investment L.P. Attn: Hayes P. Hyde PHONE: 415-733-6044 FAX: 415-733-3220 EMAIL: hhyde@goodwinprocter.com	Litigation	Contingent, Unliquidated, Disputed			$5,968,702.00
28	Ecka Granules of America Attn: General Counsel 500 Prosperity Drive Orangeburg, SC 29115	Ecka Granules of America Attn: General Counsel PHONE: 919-287-9815 FAX: 803-928-5102 EMAIL: info@ecka-granules.com	Litigation	Contingent, Unliquidated, Disputed			$5,100,000.00
29	Tata America International Corporation Attn: General Counsel 101 Park Ave, Fl 26 New York, NY 10178-0002	Tata America International Corporation Attn: General Counsel PHONE: 212 867 8652 FAX: 212 557 8038 EMAIL: srai@memc.com	Trade	Contingent, Unliquidated, Disputed			$4,927,178.95

Debtor SunEdison DG, LLC Case number (if known) ____________
Name

30	Inelsa UK, LTD Veronica Miguez Magdalena 3 More London Riverside London, SE1 2RE United Kingdom	Inelsa UK, LTD Veronica Miguez Magdalena PHONE: 34 986 727024 FAX: 34 986 724379 EMAIL: vmiguez@grupohedomin.com; inelsa@inelsa.com	Trade	Contingent, Unliquidated, Disputed			$4,815,654.95
31	MOTECH Industries Inc. Attn: General Counsel No. 2, Dashun 9th Rd Xinshi District Tainan City, 74145 Taiwan	MOTECH Industries Inc. Attn: General Counsel PHONE: 886-6-5050789 FAX: EMAIL: info@motech.com.tw	Trade	Contingent, Unliquidated, Disputed			$3,809,702.04
32	Pro Tech Energy Solutions LLC Attn: General Counsel 215 Executive Drive Moorestown, NJ 08057	Pro Tech Energy Solutions LLC Attn: General Counsel PHONE: 856-437-6220 FAX: 856-437-6501 EMAIL: info@protechenergysolutions.com	Trade	Contingent, Unliquidated, Disputed			$3,682,876.76
33	ZHONGHUAN HONG KONG HOLDING LIMITED Attn: General Counsel No. 12 East Haitai Road Huayuan Industrial Park Hi-tech Industrial Zone Tianjin, China	ZHONGHUAN HONG KONG HOLDING LIMITED Attn: General Counsel PHONE: 86-022-23789766 FAX: EMAIL: tjsc@tjsemi.com	Trade	Contingent, Unliquidated, Disputed			$3,276,644.00
34	Ameresco Inc Attn: Dominic Palma 111 Speen St, Ste 410 Framingham, MA 01701-2000	Ameresco Inc Attn: Dominic Palma PHONE: 508-661-2200 FAX: 508-661-2201 EMAIL: dpalma@ameresco.com	Trade	Contingent, Unliquidated, Disputed			$3,001,259.97
35	Dashiell Corporation Todd Clark 12301 Kurland Dr Fourth Floor Houston, TX 77034-4812	Dashiell Corporation Todd Clark PHONE: 817-358-0270 FAX: 713-558-6600 EMAIL: todd.clark@dashiell.com	Trade	Contingent, Unliquidated, Disputed			$2,750,672.10

Debtor SunEdison DG, LLC
Name

Case number (if known) ____________

36	Ernst & Young, LLP Attn: General Counsel One Commerce Square 2005 Market Street Ste 700 Philadelphia, PA 19103	Ernst & Young, LLP Attn: General Counsel PHONE: 215-448-5000 FAX: 215-448-4069 EMAIL:	Trade	Contingent, Unliquidated, Disputed			$2,724,829.66
37	TSMC Solar North America, Inc. Attn: General Counsel 2595 Junction Ave., Suite 202 San Jose, CA 95134	TSMC Solar North America, Inc. Attn: General Counsel PHONE: 408-678-2816 FAX: 408-678-2800 EMAIL: solarna@tsmc.com	Trade	Contingent, Unliquidated, Disputed			$2,658,182.80
38	Borrego Solar System, Inc. Attn: General Counsel 5005 Texas Street, Suite 400 San Diego, CA 92108	Borrego Solar System, Inc. Attn: General Counsel PHONE: 888-898-6273 FAX: 888-898-6778 EMAIL:	Trade	Contingent, Unliquidated, Disputed			$2,534,630.10
39	Appaloosa Investment Limited Partnership I Attn: David J. Margules and Elizabeth A. Sloan Ballard Spahr LLP 919 North Market Street, 11th Floor Wilmington, DE 19801-3034	Appaloosa Investment Limited Partnership I Attn: David J. Margules and Elizabeth A. Sloan PHONE: 302-252-4466 FAX: 302-252-4432 EMAIL: margulesd@ballardspahr.com; sloane@ballardspahr.com	Litigation	Contingent, Unliquidated, Disputed			Undetermined
40	Vivint Solar, Inc. Attn: William B. Chandler, III; Bradley D. Sorrels 222 Delaware Avenue Ste 800 Wilmington, DE 19801	Vivint Solar, Inc. Attn: William B. Chandler, III; Bradley D. Sorrels PHONE: 302-304-7600 FAX: 866-974-7329 EMAIL: wchandler@wsgr.com; bsorrels@wsgr.com; sgerman@wsgr.com; iliston@wsgr.com	Litigation	Contingent, Unliquidated, Disputed			Undetermined

Fill in this information to identify the case and this filing:

Debtor Name SunEdison DG, LLC

United States Bankruptcy Court for the: Southern District of New York (State)

Case number (*If known*): ____________________

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended *Schedule* ____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☑ Other document that requires a declaration List of Creditors Holding 40 Largest Unsecured Claims

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/21/2016
MM / DD / YYYY

✘ */s/ Martin H. Truong*
Signature of individual signing on behalf of debtor

Martin H. Truong
Printed name

General Counsel and Secretary
Position or relationship to debtor

**ACTION BY WRITTEN CONSENT
OF THE SOLE MEMBER
OF SUNEDISON DG, LLC**

APRIL 21, 2016

WHEREAS, Sun Edison, LLC, the sole member of SunEdison DG, LLC, a Delaware limited liability company (the "Company"), does hereby consent to the taking of the following actions and does hereby adopt the following resolutions pursuant to the Company's organizational documents, as they may be amended and /or restated from time to time, and the Delaware Limited Liability Company Act;

WHEREAS, the undersigned has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company's business, creditors, and other parties in interest;

WHEREAS, the undersigned has had the opportunity to consult with the Company's management and financial and legal advisors and fully consider each of the strategic alternatives available to the Company;

WHEREAS, based on its review of all available alternatives and advice provided by such advisors and professionals, the undersigned has determined that it is in the best interest of the Company. its subsidiaries and their respective stakeholders, for the Company and its subsidiaries to take the actions specified in the following resolutions;

Chapter 11 Case

WHEREAS, the undersigned has been presented with a proposed petition to be filed by the Company in the United Stated Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought;

WHEREAS, the undersigned, having considered the financial and operational aspects of the Company's business and the best course of action to maximize value, deem it advisable and in the best interests of the Company, its creditors, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

NOW, THEREFORE, BE IT

RESOLVED, that in the judgment of the sole member of the Company, it is desirable and in the best interests of the Company, its subsidiaries, creditors, employees, stakeholders and other interested parties, that a voluntary petition be filed by the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that the officers of the Company, or any one of them or the Vice President – Capital Markets and Corporate Finance of SunEdison, Inc., or the Senior Vice President, General Counsel and Secretary of SunEdison, Inc. (collectively, the "Officers"), be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Officer(s) executing said petition on behalf of the Company shall determine.

DIP Facilities

WHEREAS, SunEdison, Inc., a Delaware corporation and ultimate parent of the Company ("Parent"), has requested that one or more potential financing sources (which may include certain lenders or noteholders under certain of the Parent's existing secured indebtedness) (collectively with any agent, arranger and letter of credit issuer under any DIP Facility (as defined below), the "DIP Lenders") arrange, backstop and/or provide one or more debtor-in-possession superpriority credit facilities, including (i) a new money term loan facility (the "DIP NM TL Facility"), which may include a roll-up of up to $350 million aggregate principal amount of the Parent's existing second lien loans, and second lien convertible notes to the extent required by the applicable DIP Lenders and authorized by the Bankruptcy Court (the "DIP TL Roll-Up Facility"), and (ii) a roll-up or refinancing of Parent's existing first lien letter of credit facility (up to an amount equal to the full principal amount outstanding thereunder, any unused commitments thereunder and the face amount of issued and undrawn letters of credit thereunder) to provide for the extension and renewal of existing letters of credit (and, to the extent agreed by the applicable DIP Lenders, the issuance of new letters of credit thereunder) and/or additional letter of credit facilities to provide for the issuance of new letters of credit and/or backstop or replacement of existing letters of credit (collectively, the "DIP LC Facility" and collectively with the DIP NM TL Facility and DIP TL Roll-Up Facility, the "DIP Facilities") subject to exceptions and limitations to be set forth in any orders of the Bankruptcy Court concerning any of the DIP Facilities (the "DIP Financing Orders");

WHEREAS, in connection with the DIP Facilities, the DIP Lenders are requiring that certain subsidiaries, including the Company, (the "DIP Guarantors," and together with Parent and any other subsidiary of Parent that grants a lien to secure the DIP Facilities, the "Loan Parties") of Parent guaranty the obligations under the DIP Facilities (including, without limitation, all obligations with respect to hedging agreements, bank products, treasury services, cash management obligations, and other similar transactions owing at any time to any of the DIP Lenders, their respective affiliates or certain other designated counterparties), on a joint and several basis (collectively, the "DIP Guaranties" and, each, a "DIP Guaranty");

WHEREAS, in connection with the DIP Facilities, the DIP Lenders are requiring that the Loan Parties grant continuing security interests in substantially all of their respective assets that now of hereafter come into the possession, custody or control of the Loan Parties, in order to secure the prompt and complete payment, observance and performance of all obligations under the DIP Facilities (including, without limitation, the DIP Guaranties and all obligations with respect to hedging agreements, bank products, treasury services, cash management obligations, and other similar transactions owing at any time to any of the DIP Lenders, their respective affiliates or certain other designated counterparties), subject to exceptions and limitations to be set forth in DIP Financing Orders and the other DIP Documents (as defined below);

WHEREAS, in connection with the DIP Facilities and the transactions contemplated thereby, the Company is contemplated to execute one or more term sheets evidencing the initial terms thereof and/or enter into one or more credit agreements in such forms as may be approved by any Officer, and the Company, the other Loan Parties and certain of their respective subsidiaries may be required to enter into certain other instruments, agreements or documents related thereto, including, without limitation, financing term sheets or proposals, cash collateral agreements, intellectual property security agreements, control agreements, stock powers, mortgages, deeds of trust, debentures, share pledges, pledge agreements, security agreements, other collateral documents, assignment agreements, reaffirmation agreements, intercreditor or subordination agreements, forbearance agreements, intercompany subordination agreements, intercompany notes, commitment letters, engagement letters, fee letters, and payoff letters in such forms as may be approved by any Officer (all of the foregoing, collectively with the DIP Guaranties and the DIP Financing Orders, the “DIP Documents”);

WHEREAS, as the sole member have determined that the DIP Facilities are in the best interests of the Company, its subsidiaries and their respective stakeholders, and, that it is in the best interests of the Company and its subsidiaries to (i) consummate the transactions contemplated by the term sheet relating to the DIP Facilities provided to the sole member, or such other terms and conditions as deemed necessary, desirable or appropriate by any Officer, (ii) execute and deliver the DIP Documents and (iii) authorize the officers of the Company to take any and all actions as may be deemed appropriate to effect and perform the transactions contemplated thereby;

NOW, THEREFORE, BE IT RESOLVED, that (i) the transactions, on the terms and conditions set forth in the term sheet relating to the DIP Facilities provided to the sole member, or such other terms and conditions as deemed necessary, desirable or appropriate by any Officer, and (ii) the execution and delivery by the Company of any DIP Documents evidencing or in connection with the DIP Facilities and the performance by the Company of all of its obligations thereunder and under the DIP Financing Orders, be, and they hereby are, in all respects, authorized, ratified, approved and adopted by the sole member on behalf of the Company; and be it further

RESOLVED, that the Officers be, and each of them hereby is, authorized to, in the name of and on behalf of the Company, (i) negotiate, execute, deliver and perform the Company's obligations under the DIP Documents, including, without limitation, the granting of the security interests and liens contemplated thereby and the incurrence of other obligations contemplated thereunder, and carry out the Company's duties thereunder, and (ii) negotiate, execute and deliver all other agreements, instruments and documents in connection therewith and any and all amendments, waivers or other modifications thereto and take or cause to be taken any and all such further actions, in each case on such terms and conditions as any Officer may deem necessary, desirable or appropriate, in each case, the delivery thereof or the taking of such action by any such Officer to conclusively evidence the approval thereof by the sole member; and be it further

RESOLVED, that the Company be, and hereby is, authorized and empowered and directed to grant security interests in, and pledge its right, title and interest in, substantially all present and after-acquired assets and properties of the Company, all proceeds thereof, including, real property, trademarks, patents, copyrights and licenses therefor, the capital stock of or equity interests in its subsidiaries and the proceeds of any of the foregoing, as required or contemplated by the DIP Facilities, the DIP Documents and/or any of the other agreements entered into pursuant thereto or in connection therewith, or as any Officer may deem necessary, advisable or proper to carry out the terms, intents and purposes of the DIP Documents, the transactions contemplated thereby and the resolutions related thereto, subject to such exceptions and limitations as set forth in any applicable DIP Documents; and be it further

RESOLVED, that the Officers be, and each of them hereby is, authorized, in the name and on behalf of the Company, in connection with the letter of credit and term loan transactions contemplated by the DIP Documents, to grant any liens on or any security interests in the cash collateral and related accounts, financial assets and other related assets, as contemplated by or specified in the DIP Documents and the filing of financing statements and amendments to financing statements or any other document, in any jurisdictions and with any filing offices as contemplated by or specified in the DIP Documents in connection with the letter of credit and term loan transactions contemplated thereby, and/or the entering into of any cash collateral agreement and other agreement or instrument, to perfect the security interests granted pursuant to any DIP Document in connection with the letter of credit and term loan transactions contemplated thereby; and be it further

RESOLVED, that the filing of financing statements and amendments and continuation statements to financing statements, other filings, recordations, registrations or any other document, in any jurisdictions or with any filing offices as contemplated by or specified in the relevant DIP Documents or otherwise advisable and/or the entering into of any other agreement or instrument, necessary or advisable to create, register or perfect the security interests granted pursuant to the relevant DIP Documents or any related transaction document is hereby authorized in such form as any Officer shall approve; and be it further

General Authority to Implement Resolutions

RESOLVED, that the Officers, or any one of them, be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute, deliver, perform, verify and/or file, or cause to be executed, delivered, performed, verified and/or filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, statements, schedules, motions, lists, applications, pleadings, other papers, guarantees, reaffirmations, additional security documents, control agreements, waivers of or amendments to existing documents, and to negotiate the forms, terms and provisions of, and to execute and deliver any amendments, modifications, waivers or consent to any of the foregoing as may be approved by any Officer, which amendments, modifications, waivers or consents may provide for consent payments, fees or other amounts payable or other modifications of or relief under such agreements or documents, the purpose of such amendments, modifications, waivers or consents being to facilitate consummation of the transactions contemplated by the foregoing resolutions or for any other purpose, and, in connection with the foregoing, to employ and retain all assistance by legal counsel, investment bankers, accountants, restructuring professionals or other professionals, and to take any and all action which such Officer or Officers deem necessary or proper in connection with the chapter 11 case, including any and all action necessary or proper in connection with obtaining authorization to use cash collateral and/or debtor-in-possession financing (in such amounts and on such terms as may be agreed by any Officer, including the grant of replacement and additional liens, as is necessary or proper for the continuing conduct of the affairs of the Company and certain of its subsidiaries and affiliates), including the DIP Facilities and refinancings or amendments thereof, with a view to the successful prosecution of the chapter 11 case contemplated by the foregoing resolutions and the successful consummation of the transactions contemplated by the foregoing resolutions including, without limitation, any action necessary or proper to maintain the ordinary course operation of the Company's business; and it is further

RESOLVED, that Officers be, and each of them is, authorized to execute, deliver and perform any and all special powers of attorney as such Officer may deem necessary or desirable to facilitate consummation of the transactions contemplated by the foregoing resolutions, pursuant to which such Officer will make certain appointments of attorneys to facilitate consummation of the transactions contemplated by the foregoing resolutions as the Company's true and lawful attorneys and authorize each such attorney to execute and deliver any and all documents of whatsoever nature and description that may be necessary or desirable to facilitate consummation of the transactions contemplated by the foregoing resolutions; and be it further

RESOLVED, that the Officers be, or any one of them, be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to negotiate, execute deliver, record and/or file all documents, agreements and instruments (including, without limitation, (i) Uniform Commercial Code financing statements, (ii) blocked account control agreement, (iii) account control agreements, and (iv) any Collateral (including one or more stock certificates (or, as applicable, other certificates) evidencing the capital stock (or other equity interest, as applicable) of its subsidiaries or notes evidencing debt owed to it (accompanied by one or more stock powers (or, as applicable, other transfer powers) or note powers duly executed in blank by any Officer))), and to do any and all other acts as may be required or as they, or any of them, may deem necessary or proper to carry out and perform, to give effect to, or to cause the Company to comply with, the terms of, or the transactions contemplated by the DIP Facilities and the DIP Documents and any other related agreement or document that any Officer may deem necessary or proper to consummate the transactions contemplated by the foregoing, such Officer's performance of any such act and his or her execution and delivery of any such document, agreement or instrument to be conclusive evidence of the Company's approval thereof, and to honor and discharge its obligations thereunder; and it is further

RESOLVED, that the Officers, or any one of them, be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to retain and employ professionals to render services to the Company in connection with the chapter 11 case and the transactions contemplated by the foregoing resolutions, including, without limitation, the firm Skadden, Arps, Slate, Meagher & Flom LLP, to act as chapter 11 counsel; Togut, Segal & Segal LLP to act as conflicts counsel; Rothschild Inc. to act as investment banker and as financial advisor; McKinsey Recovery & Transformation Services U.S., LLC to act as restructuring advisor; and Prime Clerk LLC to act as claims and noticing agent and administrative advisor; and in connection herewith each Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of the foregoing; and it is further

RESOLVED, that the Officers, or any one of them, be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, financing statements, notices, undertakings or other writings referred to in the foregoing resolutions; and it is further

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, on behalf of and in the name of the Company, to take or cause to be taken any and all such further action and to execute, deliver, perform, verify and/or file, or cause to be executed, delivered, performed, verified and/or filed (or direct others to do so on its behalf as provided herein) all such further documents, agreements, instruments, financing statements, notices, undertakings, certificates and other writings to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, on behalf of and in the name of the Company, to pay and direct the payment of all fees and expenses (including fees to DIP Lenders in connection with the DIP Facilities) as in the judgment of such Officer or Officers shall be necessary, proper, appropriate, desirable or advisable of such Officer or Officers to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Officer to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company in all respects by the sole member of the Company; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Officer, or by any employees or agents of the Company, on or before the date hereof in connections with the transactions contemplated by the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects by the sole member of the Company; and it is further

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, instruments, filings or other documents described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, instruments, filings or other documents described in the foregoing resolutions shall in no manner derogate from the authority of the Officers to take all actions necessary, desirable, proper, advisable, or appropriate to consummate, effectuate, carry out or further the transaction contemplated by, and the intent and purposes of, the foregoing resolutions; and be it further

RESOLVED, that the sole member of the Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and it is further

RESOLVED, that each of the Officers (and their designees and delegates) be and hereby are authorized and empowered to take all actions or not to take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, managing member, manager (or similar role) of each direct subsidiary of the Company, in each case, as such Officer or Officers shall deem necessary proper, appropriate, desirable or advisable to effectuate the purposes of the transactions contemplated herein, including authorizing and causing such subsidiaries to provide guaranties and grant liens in respect of any debtor-in-possession financing authorized by the Board of Directors of Parent, to the extent any such subsidiaries are contemplated or required to provide any such guaranties and/or grant any such liens.

***

Sun Edison, LLC,
as Sole Member of the Company

By: /s/ *Martin H. Truong*______________________
Name: Martin H. Truong
Title: Vice President, General Counsel and Secretary